

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:)	Chapter 11
)	
W.R. GRACE & CO., et al.,)	Case No. 01-1139 (JKF)
)	
Debtors.)	Objection Deadline: July 18, 2011 at 4:00 p.m.
)	Hearing: Schedule if Necessary (Negative Notice)

**COVER SHEET TO SIXTY-FOURTH MONTHLY INTERIM APPLICATION OF
ORRICK, HERRINGTON & SUTCLIFFE LLP, BANKRUPTCY COUNSEL
TO DAVID T. AUSTERN, ASBESTOS PI FUTURE CLAIMANTS' REPRESENTATIVE, FOR
COMPENSATION FOR SERVICES RENDERED AND REIMBURSEMENT OF
EXPENSES FOR THE TIME PERIOD MAY 1, 2011 THROUGH MAY 31, 2011**

Name of Applicant:	Orrick, Herrington & Sutcliffe LLP ("Orrick")
Authorized to Provide Professional Services to:	David T. Austern, Asbestos PI Future Claimants' Representative (the "FCR")
Date of Retention:	As of February 6, 2006 pursuant to Order entered by Court on May 8, 2006
Period for which compensation is sought:	May 1, 2011 through May 31, 2011
Amount of Compensation (100%) sought as actual, reasonable, and necessary:	\$291,949.00
80% of fees to be paid:	\$233,559.20
Amount of Expense Reimbursement sought as actual, reasonable and necessary:	\$ 2,719.72
Total Fees @ 80% and 100% Expenses:	\$236,278.92

This is an: interim monthly final application.

The total time expended for fee application preparation during this time period is 12.60 hours and the corresponding fees are \$7,183.00 and \$684.26 in expenses for Orrick's fee applications and 1.40 hours and \$447.00 in fees and \$3.76 in expenses for the FCR and/or his other professionals' fee applications. Any additional time spent for these matters will be requested in subsequent monthly interim applications.

This is Orrick's Sixty-Fourth interim fee application for the period May 1-31, 2011. Orrick has previously filed with the Court the following interim fee applications since January 1, 2010:

<u>Interim Period</u>	<u>Fees @ 100%</u>	<u>Fees @ 80%</u>	<u>Expenses @ 100%</u>	<u>Total Fees @ 80% & 100% Expenses</u>
Forty-Eighth Interim Period Jan 1-31, 2010	\$356,994.00	\$285,595.20	\$16,727.02	\$302,322.22
Forty-Ninth Interim Period Feb 1-28, 2010	\$244,555.50	\$195,644.40	\$3,385.55	\$199,029.95
Fiftieth Interim Period March 1-31, 2010	\$348,228.50	\$278,582.80	\$10,152.39	\$288,735.19
Fifty-First Interim Period April 1-30, 2010	\$240,868.50	\$192,694.80	\$1,322.52	\$194,017.32
Fifty-Second Interim Period May 1-31, 2010	\$200,003.00	\$160,002.40	\$24,037.53	\$184,039.93
Fifty-Third Interim Period June 1-30, 2010	\$199,375.50	\$159,500.40	\$2,725.29	\$162,225.69
Fifty-Fourth Interim Period July 1-31, 2010	\$102,061.00	\$81,648.80	\$2,012.57	\$83,661.37
Fifty-Fifth Interim Period August 1-31, 2010	\$103,977.50	\$83,182.00	\$1,360.83	\$84,542.83
Fifty-Sixth Interim Period Sept 1-30, 2010	\$114,988.00	\$91,990.40	\$1,017.07	\$93,007.47
Fifty-Seventh Interim Period October 1-31, 2010	\$81,448.50	\$65,158.80	\$553.35	\$65,712.15
Fifty-Eighth Interim Period November 1-30, 2010	\$90,305.50	\$72,244.40	\$1,240.49	\$73,484.89
Fifty-Ninth Interim Period December 1-31, 2010	\$131,470.7	\$105,176.60	\$2,190.83	\$107,367.43
Sixtieth Interim Period January 1-31, 2011	\$142,974.50	\$114,379.60	\$6,115.18	\$120,494.78
Sixty-First Interim Period February 1-28, 2011	\$195,201.25	\$156,161.00	\$3,054.18	\$159,215.18
Sixty-Second Interim Period March 1-31, 2011	\$141,980.50	\$113,584.40	\$5,731.66	\$119,316.06
Sixty-Third Interim Period April 1-30, 2011	\$154,351.50	\$123,481.20	\$2,133.98	\$125,615.18

To date, Orrick has received payments* since its January 2010 statement from the Debtors in the following amounts:

- \$302,322.22 representing 80% of fees and 100% of expenses for January 2010
- \$199,029.95 representing 80% of fees and 100% of expenses for February 2010
- \$288,605.58 representing 80% of fees and 100% of expenses for March 2010
- \$218,211.95 representing 20% holdback fees for October-December 2009
- \$193,909.32 representing 80% of fees and 100% of expenses for April 2010
- \$184,039.93 representing 80% of fees and 100% of expenses for May 2010
- \$188,938.60 representing 20% holdback fees for January 1-March 31, 2010
- \$162,225.69 representing 80% of fees and 100% of expenses for June 2010
- \$ 83,661.37 representing 80% of fees and 100% of expenses for July 2010
- \$ 84,542.83 representing 80% of fees and 100% of expenses for August 2010

Note: This list reflects payments received by Orrick as of June 24, 2011.

- \$ 93,007.47 representing 80% of fees and 100% of expenses for September 2010
- \$113,523.63 representing 20% holdback fees for April 1-June 30, 2010
- \$ 65,712.15 representing 80% of fees and 100% of expenses for October 2010
- \$ 73,484.89 representing 80% of fees and 100% of expenses for November 2010
- \$107,367.43 representing 80% of fees and 100% of expenses for December 2010
- \$120,494.78 representing 80% of fees and 100% of expenses for January 2011
- \$ 64,205.30 representing 20% holdback fees for July 1-September 30, 2010
- \$159,215.18 representing 80% of fees and 100% of expenses for February 2011
- \$119,316.06 representing 80% of fees and 100% of expenses for March 2011

COMPENSATION SUMMARY
MAY 1-31, 2011

<u>Name of Professional Person</u>	<u>Position of Applicant, No. of Years in Position, Prior Relevant Experience, Yr. Obtained License to Practice, Area of Expertise</u>	<u>Hourly Billing Rate</u>	<u>Total Billed Hours</u>	<u>Total Fees</u>
Roger Frankel	Partner, 28 years in position; 40 years relevant experience; 1971, Restructuring	\$985	124.80	\$122,928.00
Peri N. Mahaley	Of Counsel, 19 years in position; 32 years relevant experience; 1979, Litigation	\$650	38.00	\$24,700.00
Richard H. Wyron	Partner, 22 years in position; 32 years relevant experience; 1979, Restructuring	\$850	72.60	\$61,710.00
James W. Burke	Associate, 3 years in position; 3 years relevant experience; 2008, Restructuring	\$530	24.50	\$12,985.00
Debra L. Felder	Senior Associate, 9 years in position; 9 years relevant experience; 2002, Restructuring	\$645	92.20	\$59,469.00
Dao Huynh	Associate, 2 years in position; 2 years relevant experience; 2010, Restructuring	\$330	20.50	\$6,765.00
Debra O. Fullem	Bankruptcy Research Specialist	\$265	12.80	\$3,392.00
TOTAL			385.40	\$291,949.00
Blended Rate: \$757.52				

COMPENSATION BY PROJECT CATEGORY
MAY 1-31, 2011

<u>Project Category</u>	<u>Total Hours</u>	<u>Total Fees</u>
Compensation of Professionals—Other	1.40	\$447.00
Compensation of Professionals—Orrick	12.60	\$7,183.00
Insurance	40.00	\$26,400.00
Litigation	329.30	\$257,070.00
Retention of Professionals—Orrick	2.10	\$849.00
TOTAL	385.40	\$291,949.00

EXPENSE SUMMARY
MAY 1-31, 2011

<u>Expense Category</u>	<u>Total</u>
Express Delivery	\$52.26
Duplicating/Printing/Binding	\$685.75
Pacer	\$1,333.28
Postage	\$277.56
Westlaw and Lexis	\$370.87
TOTAL	\$2,719.72

Orrick's Client Charges and Disbursements Policy effective January 1, 2011, is as follows:

a. ***Duplicating*** -- It is Orrick's practice to charge all clients of the Firm for duplicating at the in-house rate of 20¢ per page; however, Orrick has reduced the duplicating cost to 10¢ per page in order to comply with the Local Rules of this Court. This charge includes the cost of maintaining the duplicating facilities and the actual cost involved with respect to the duplication. Color copies are charged at \$1.25 per page.

b. ***Long Distance Telephone and Facsimile Charges*** -- Orrick charges clients for long distance telephone calls but not for local telephone calls. Necessary mobile phone usage is reimbursed to professionals submitting an appropriate bill. Out-going facsimile transmissions are charged at \$1.00 per page, plus any long-distance calling cost, and there is no charge for incoming facsimiles.

c. ***Messenger and Courier Service*** -- It is Orrick's practice to use Federal Express or similar express mail delivery and third-party messenger services only in exigent circumstances (i.e., when needed to meet a deadline or when a next-day response from the recipient was necessary or beneficial to the case) and only when less costly than other available alternatives.

d. **Overtime** -- It is Orrick's practice to allow staff and certain paraprofessionals in its Washington D.C. office working more than 3 hours of overtime to charge a meal to the appropriate client at a meal charge of up to \$7.50. It is Orrick's practice to allow professionals and support staff to charge a car service or cab to the appropriate client when working at least 2 hours of overtime. Orrick endeavored not to incur overtime charges unless necessary to benefit the case and in certain exigent circumstances. Orrick generally utilizes secretarial assistance in connection with monitoring and updating case dockets and downloading, circulating and printing of pleadings filed in the case. Thus, certain charges may be incurred by secretaries for overtime. (Note: These charges are at rates less than that charged by Orrick paralegals or other professional staff who may have otherwise performed this type of work.)

e. **Computerized Research** -- It is Orrick's practice to use computer-assisted legal research when it is efficient to do so. Use of fee based internet research services is charged at Orrick's cost.

Respectfully submitted,

ORRICK, HERRINGTON & SUTCLIFFE LLP

By: /S/ RICHARD H. WYRON

Roger Frankel, admitted *pro hac vice*
Richard H. Wyron, admitted *pro hac vice*
Debra L. Felder, admitted *pro hac vice*
Columbia Center
1152 15th Street, NW
Washington, DC 20005
(202) 339-8400

*Counsel to David T. Austern,
Asbestos PI Future Claimants' Representative*

Dated: June 27, 2011